

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

<b>THQ INC.</b>	§	
	§	
<b>Plaintiff and</b>	§	
<b>Counterclaim-Defendant</b>	§	
v.	§	<b>Case No. 1:13-cv-01651-LPS</b>
	§	
<b>ZUFFA, LLC</b>	§	
	§	
<b>Defendant and</b>	§	PUBLIC VERSION - REDACTED
<b>Counterclaim-Plaintiff,</b>	§	
<i>and</i>	§	
<b>ZUFFA MARKETING, LLC</b>	§	
<b>d/b/a “ULTIMATE FIGHTING</b>	§	<b>Demand for Jury Trial</b>
<b>CHAMPIONSHIP,” “PRIDE FIGHTING</b>	§	
<b>CHAMPIONSHIP,” AND “PRIDE FC”;</b>	§	
<b>AND ELECTRONIC ARTS INC.,</b>	§	
	§	
<b>Defendants.</b>	§	

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**DECLARATION OF ERIN R. FAY IN SUPPORT OF  
ZUFFA, LLC’S, ZUFFA MARKETING, LLC’S, AND ELECTRONIC ARTS INC.’S  
MOTION FOR PARTIAL JUDGMENT ON THE PLEADINGS**

I, Erin R. Fay, hereby declare under penalty of perjury as follows:

1. I am an attorney licensed to practice law in the states of Delaware and Wisconsin. I am an associate with the law firm of Morris, Nichols, Arsh & Tunnell LLP, counsel for Defendants Zuffa, LLC, (“Zuffa”) Zuffa, Marketing, LLC, and Electronic Arts Inc. (“EA”) in the above-captioned matter. I submit this Declaration in support of, and concurrently with, Defendants’ Motion for Judgment on the Pleadings. I have personal knowledge of the facts set forth herein, and, if called upon to do so, would testify competently thereto.
2. Attached hereto as Exhibit A is a true and correct copy of the Amended and Restated Merchandise License Agreement between Zuffa and THQ Inc. (“THQ”) dated October 7, 2010.

Original Filing Date: February 20, 2014  
Redacted Filing Date: February 27, 2014

3. Attached hereto as Exhibit B is a true and correct screen shot of a Google Finance chart showing THQ share prices from January 7, 2011 to December 30, 2011.

4. Attached hereto as Exhibit C is a true and correct copy of the Settlement, Mutual Release, and License Agreement between Zuffa and THQ dated June 1, 2012.

5. Attached hereto as Exhibit D is a true and correct copy of the confidentiality agreement between THQ and EA dated December 11, 2011.

Executed this 20<sup>th</sup> day of February, 2014.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Erin R. Fay

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